

The duties and obligations of the Directors are set forth in the *Canada Not-for-Profit Corporations Act* and the by-laws of the corporation. This document is being provided to new Directors in order to give an overview of their obligations and duties as Directors of the corporation.

1. Members

Refer to Appendix A: List of Directors and Observers.

2. Introduction

The Network is administered by its Scientific Director (SD), University of Alberta's Todd L. Lowary, who is a voting member of the Board of Directors. The Board of Directors is modeled on a traditional corporate board. The SD is the CEO and carries substantial influence over policy-making, is a full partner with the Board and has leeway in managing the Network to achieve objectives established by the Board. The Board will oversee and approve the appointment of the Scientific Director and review his/her performance, approve annual reports, budget and financial reports, and progress reports, as required by the NCE Secretariat (to whom the Board is accountable).

3. Authority

The Board of Directors is constituted pursuant to Bylaw 5.

The Board of Directors is accountable to the terms set forth in the funding agreement.

4. Board Composition

The Directors reflect the interests and concerns of the various stakeholders involved in the Network (as outlined below).

- No less than three (3) Directors and no more than sixteen (16) Directors, at least thirty three per cent (5-6) of whom are Independent Board Members.
- The Board should have, as a voting member, one researcher from the Network who is not the Scientific Director or a member of any other Network committee.
- One representative of the Network Host.
- At least one member should be experienced in identifying and resolving situations of conflict of interest.
- The Executive Director shall be an observer.
- The NCE Secretariat representative shall be an observer.

5. Mandate

The Board of Directors is responsible for the governance and management of the Network and shall act in accordance with the NCE Program guidelines. Section 5.02 of the Corporation by-laws stipulates the responsibilities of the Board. Additional detail, all of which fall within these responsibilities, are listed below:

- Nominating the Scientific Director and reviewing such Director's performance annually.
- Appointing the Chair of the Board as well as approval of replacement Directors.
- Appointing Board Sub-Committee members.
- Approving applications for new Network Affiliates.

- Approving applications for new Network Investigators.
- Ratifying the hire of the Executive Director before an offer is extended.
- Nominating new members of the Research Management Committee and the Board.
- Approving the Network's strategic plan, research program, resource allocation model and budget.
- Approving strategies formed by the Network management to leverage the Network's research into tangible outcomes.
- Approving all funding decisions of the Research Management Committee.
- Approving any decision on hiring above and beyond approved budget.
- Revising the strategic plan annually.
- Delivering input and assistance to Network researchers and their university partners in IP protection, technology transfer and commercialization.
- Approving submission of financial and other reports to the NCE Secretariat in accordance with the requirements of the Program.
- Approving the auditor's report.

6. Board Meeting and Term

At the first election of Directors following the approval of this Bylaw, five (5) Directors shall be elected for a three (3) year term; four (4) Directors shall be elected for a two (2) year term and four (4) Directors shall be elected for a one (1) year term. Thereafter, except where an election is held to fill the unexpired portion of a term or where the Members determine to elect a particular Director for a shorter period, newly elected Directors shall be elected for three (3) year terms. In the event that the Members fail, at an annual Meeting of Members, to elect any Directors, then each Director whose term of office would otherwise have expired continues to hold office until the earlier of: (i) the date on which the Director's successor is elected; and (ii) the date on which the Director otherwise ceases to hold office under the Act. A Director may be re-elected for one (1) subsequent term.

The Chair of the Board, the Vice-Chair of the Board or any two (2) Directors may call meetings of the Board at any time, provided that for the first organizational meeting following incorporation, such meeting may be called by any Director or incorporator. If the Network has only one Director, that Director may call and constitute a meeting. The Board will have a minimum of three (3) meetings a year. Meeting participation by teleconference, or other suitable electronic media, may be used for one (1) meeting per year.

7. Quorum and Voting

A quorum at any meeting of the Board shall be fifty (50) per cent plus one (1) of the Directors then in office and in no event less than six people. If a quorum is present at the commencement of a meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. In the event that a meeting of the Board cannot be held due to a lack of quorum, such meeting shall be adjourned to a future date to be determined by the Directors present, notwithstanding the lack of quorum.

At all meetings of the Board, every question shall be decided by the votes cast by the majority of Directors then in office whether or not in attendance at such meeting of the Board. The Chair of the meeting will only vote in the case of an equality of votes and will cast the decisive vote. At all meetings of the Board, voting on any question shall be by a show of hands unless a ballot is required by the chair or requested by any Director. On any vote taken by show of hands, a declaration by the chair that a resolution has been carried or lost and an entry to that effect recorded in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

8. Travel and Reimbursement

Travel and Reimbursement will be performed according to GlycoNet Travel and Reimbursement policy.

9. Liability Insurance

Throughout the term of the Funding Agreement, the Network shall procure and maintain Directors' and Officers' Liability Insurance for the Network's Board of Directors.

10. History

The Board of Directors Terms of Reference was:

- Approved by the Board of Directors on April 10, 2015.
- Updated to reflect revised membership on March 8, 2016.

Appendix A: List of Directors and Observers

Ms. Karimah Es Sabar (Chair, Independent)

CEO
Quark Venture

Dr. Samuel Abraham (Independent)

Strategic Advisor
Western Economic Diversification

Ms. Christine Charette (Independent)

Managing Partner
Scientia Advisors

Dr. Walter Dixon (Network Host)

Interim Vice President (Research & Innovation)
University of Alberta

Mr. Joseph Garcia (Independent)

Partner
Blake, Cassels & Graydon LLP

Mr. Frank Gleeson (Immediate Past Chair, Independent)

CEO
Satellos Bioscience Inc.

Dr. John Holyoake (Independent)

Vice President, Investment Banking
Bloom Burton & Co.

Dr. Lisa Kalynchuk

Vice-President Research
University of Victoria

Mr. Michael Lorimer (Independent)

Managing Director
Echelon Wealth Partners

Dr. Todd Lowary (Scientific Director, Canadian Glycomics Network)

Professor, Department of Chemistry
University of Alberta

Dr. Nils Petersen (Vice-Chair, Independent)

Professor Emeritus
University of Alberta

Dr. David Rabuka (Independent)

Founder & CEO
Acrogen Biosciences

Mr. Kirk Rockwell (Independent)

Chief Operating Officer
Alberta Machine Intelligence Institute

Mr. Stewart Roth (Independent)

Former CEO
Guardian Chemicals

Ms. Norma Sebestyen (Independent)

Consultant

Dr. Donald Sheppard

Director
McGill Interdisciplinary Initiative in Infection and Immunity

Dr. Stewart Fast (NCE Observer, Non-Voting)

Senior Program Manager
Networks of Centres of Excellence

Dr. Elizabeth Nanak (Secretary, Observer, Non-Voting)

Chief Executive Officer
Canadian Glycomics Network

Dr. Warren Wakarchuk (Associate Scientific Director, Observer, Non-Voting)

Professor
University of Alberta